

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM563534

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2019

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Directorpoint LLC		12/31/2019	Limited Liability Company: ALABAMA

## RECEIVING PARTY DATA

<b>Name:</b>	Diligent Corporation
<b>Street Address:</b>	111 W. 33rd Street, 16th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10120
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	5100327	DIRECTORPOINT

## CORRESPONDENCE DATA

Fax Number: 2027995000

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 202-799-4000

Email: dctrademarks@dlapiper.com

Correspondent Name: Ann K. Ford (DLA PIPER LLP (US))

Address Line 1: 500 Eighth Street NW

Address Line 4: Washington, D.C. 20004

<b>ATTORNEY DOCKET NUMBER:</b>	387997-000002
<b>NAME OF SUBMITTER:</b>	Ann K. Ford
<b>SIGNATURE:</b>	/Ann K. Ford/
<b>DATE SIGNED:</b>	02/24/2020

## Total Attachments: 3

source=Diligent - Alabama Certificate of Merger (Directorpoint into Diligent) (December 31, 2019)#page1.tif

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CH \$40.00 5100327



**CERTIFICATE OF MERGER**

**2. Information on the surviving entity (this is the entity which will continue to exist):**

The name of the entity as formed/registered in Alabama (if not registered the legal name in the jurisdiction of formation/authority):

Diligent Corporation, a Delaware corporation

The Alabama Entity ID number: 581 - 576 (Format 000-000) \*

The entity was formed in \_\_\_\_\_ county, Alabama on \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (MM/DD/YYYY).

**OR**

The surviving entity is an Alabama domestic entity, which is not registered or is not required to register. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

The surviving entity is a foreign entity which is not registered and therefore not qualified to do business in Alabama. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

**Required for entities formed outside of Alabama or Domestic Entities Not Registered with the Alabama Secretary of State**

The Public Office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

Secretary of State of the State of Delaware, Division of Corporations

John G. Townsend Building, 401 Federal Street, Suite 4, Dover, DE 19901

3. The effective date of the merger shall be: 12 31 2019 (MM/DD/YYYY) ~~date must be the date received by the Office of the Secretary of State or a later date which may not be later than the 90<sup>th</sup> day after the date the instrument was signed). The index of the Alabama Secretary of State will not reflect a date prior to the date received/filed by that office.~~

4. The undersigned certify that the Plan of Merger has been approved and executed by each of the entities, which are to merge in accordance with *Code of Alabama of 1975*, Title 10A.

5. The undersigned certify that if the surviving or resulting entity is one in which one or more owners lack limited liability protection, each owner of an entity party to the merger who is to be an owner of the surviving entity without limited liability protection has consented to the merger in writing.

6. The undersigned certify that a copy of the Plan of Merger shall be furnished on request and without cost to any owner of any entity, which is a party to this merger.

7. A copy of the Plan of Merger is on file at a place of business the surviving entity which is (street address):

111 W. 33rd Street, 16th Floor, New York, NY 10120

**CERTIFICATE OF MERGER**

8. Amendments (within the merger) to surviving entity's formation documents: (name changes may require a name reservation):  
None

9. Merger was approved as required by the governing statute of the foreign entity's state/country of formation.

10.  The undersigned certifies that the Merger was certified by the jurisdiction of formation/authority showing that the merger was effectuated prior to the effective date of this filing. Demonstrates compliance with 10A-1-8.02(f) (2)(b).

11. ~~Foreign Entity requirement - surviving entity only~~: Undersigned certifies that the surviving foreign entity resulting from this merger is deemed: (1) To consent that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of each domestic entity a party to the merger or conversion may be made by registered mail addressed to the surviving or converted entity at the address set forth in the certificate of merger or statement of conversion, as the case may be, or by any method provided by the Alabama Rules of Civil Procedure. Any notice or demand required or permitted by law to be served on the domestic entity may be served on the surviving or converted foreign entity by registered mail addressed to the surviving or converted entity at the address set forth in the plan of merger or statement of conversion, as the case may be, or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedure for the service of process; and (2) To agree that it will promptly pay to dissenting owners of each domestic entity that is a party to the merger or conversion the amount, if any, to which they are entitled under Alabama law. [10A-1-8.04]

Copies of any other documents which are consistent with Title 10A of the Alabama Code 1975 have been attached. (May include Plan of Merger, additional Signature pages as attachments, etc.)

12 31 2019  
Date

Michael J. Stanton, Chief Financial Officer of Diligent Corporation  
Typed Name and Title of Signature Below



Signature of Person Authorized to Sign per 10A-1-4.01, Alabama Code

\_\_\_\_\_  
Date

\_\_\_\_\_  
Typed Name and Title of Signature Below

\_\_\_\_\_  
Signature of Person Authorized to Sign per 10A-1-4.01, Alabama Code

**\*INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available (it is on the face of your original formation/registration filing), you may obtain it on our website at [www.sos.alabama.gov](http://www.sos.alabama.gov) Business Services (below picture), Business Entity Search, Search by Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity -- this verification step is strongly recommended.